

# United States Bankruptcy Court

## District of Minnesota

# Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): <b>VitalMedix, Inc.</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>26-1922588</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>900 Sixth Avenue SE</b> <b>Suite 105</b> <b>Minneapolis, MN</b> <div style="text-align: right; margin-top: 5px;">         ZIP Code  <b>55414</b> </div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; margin-top: 5px;">         ZIP Code       </div>
County of Residence or of the Principal Place of Business: <b>Hennepin</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>502 Second Street</b> <b>Suite 204</b> <b>Hudson, WI</b> <div style="text-align: right; margin-top: 5px;">         ZIP Code  <b>54016</b> </div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;">         ZIP Code       </div>
Location of Principal Assets of Business Debtor (if different from street address above):	

<b>Type of Debtor</b> (Form of Organization) (Check one box)	<b>Nature of Business</b> (Check one box)	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<input checked="" type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
<b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <div style="display: flex; justify-content: space-between;"> <div> <input checked="" type="checkbox"/> 1-49  <input type="checkbox"/> 50-99  <input type="checkbox"/> 100-199  <input type="checkbox"/> 200-999  <input type="checkbox"/> 1,000-5,000  <input type="checkbox"/> 5,001-10,000  <input type="checkbox"/> 10,001-25,000  <input type="checkbox"/> 25,001-50,000  <input type="checkbox"/> 50,001-100,000  <input type="checkbox"/> OVER 100,000         </div> </div>	
<b>Estimated Assets</b> <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> \$0 to \$50,000  <input checked="" type="checkbox"/> \$50,001 to \$100,000  <input type="checkbox"/> \$100,001 to \$500,000  <input type="checkbox"/> \$500,001 to \$1 million  <input type="checkbox"/> \$1,000,001 to \$10 million  <input type="checkbox"/> \$10,000,001 to \$50 million  <input type="checkbox"/> \$50,000,001 to \$100 million  <input type="checkbox"/> \$100,000,001 to \$500 million  <input type="checkbox"/> \$500,000,001 to \$1 billion  <input type="checkbox"/> More than \$1 billion         </div> </div>	
<b>Estimated Liabilities</b> <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> \$0 to \$50,000  <input type="checkbox"/> \$50,001 to \$100,000  <input type="checkbox"/> \$100,001 to \$500,000  <input checked="" type="checkbox"/> \$500,001 to \$1 million  <input type="checkbox"/> \$1,000,001 to \$10 million  <input type="checkbox"/> \$10,000,001 to \$50 million  <input type="checkbox"/> \$50,000,001 to \$100 million  <input type="checkbox"/> \$100,000,001 to \$500 million  <input type="checkbox"/> \$500,000,001 to \$1 billion  <input type="checkbox"/> More than \$1 billion         </div> </div>	

**Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s):  
**VitalMedix, Inc.****All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)Location  
Where Filed: **- None -**

Case Number:

Date Filed:

Location  
Where Filed:

Case Number:

Date Filed:

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet)Name of Debtor:  
**- None -**

Case Number:

Date Filed:

District:

Relationship:

Judge:

**Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

**X**

Signature of Attorney for Debtor(s)

(Date)

**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.☒ No.**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.**Information Regarding the Debtor - Venue**

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**

(Check all applicable boxes)

- ☐
- Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
(Name of landlord that obtained judgment)\_\_\_\_\_  
(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

**Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s):  
**VitalMedix, Inc.****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** \_\_\_\_\_  
Signature of Debtor**X** \_\_\_\_\_  
Signature of Joint Debtor\_\_\_\_\_  
Telephone Number (If not represented by attorney)\_\_\_\_\_  
Date**Signature of Attorney\*****X** /s/ Mary Jo A. Jensen-Carter  
Signature of Attorney for Debtor(s)Mary Jo A. Jensen-Carter 186041  
Printed Name of Attorney for Debtor(s)Buckley & Jensen  
Firm Name1257 Gun Club Road  
White Bear Lake, MN 55110\_\_\_\_\_  
AddressEmail: maryjo@buckleyjensen.com  
651-486-7475 Fax: 651-486-7468\_\_\_\_\_  
Telephone NumberFebruary 15, 2010\_\_\_\_\_  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** /s/ William C. Brown  
Signature of Authorized IndividualWilliam C. Brown\_\_\_\_\_  
Printed Name of Authorized IndividualInterim President and CEO\_\_\_\_\_  
Title of Authorized IndividualFebruary 15, 2010\_\_\_\_\_  
Date**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.**X** \_\_\_\_\_  
Signature of Foreign Representative\_\_\_\_\_  
Printed Name of Foreign Representative\_\_\_\_\_  
Date**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)\_\_\_\_\_  
Address**X** \_\_\_\_\_\_\_\_\_\_  
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.*

**United States Bankruptcy Court**  
**District of Minnesota**

In re **VitalMedix, Inc.**,  
 Debtor

Case No. \_\_\_\_\_

Chapter **7**

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	<b>Yes</b>	<b>1</b>	<b>0.00</b>		
B - Personal Property	<b>Yes</b>	<b>4</b>	<b>51,024.68</b>		
C - Property Claimed as Exempt	<b>No</b>	<b>0</b>			
D - Creditors Holding Secured Claims	<b>Yes</b>	<b>1</b>		<b>0.00</b>	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	<b>Yes</b>	<b>2</b>		<b>0.00</b>	
F - Creditors Holding Unsecured Nonpriority Claims	<b>Yes</b>	<b>7</b>		<b>916,865.59</b>	
G - Executory Contracts and Unexpired Leases	<b>Yes</b>	<b>1</b>			
H - Codebtors	<b>Yes</b>	<b>1</b>			
I - Current Income of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
J - Current Expenditures of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
Total Number of Sheets of ALL Schedules		<b>17</b>			
Total Assets			<b>51,024.68</b>		
Total Liabilities				<b>916,865.59</b>	

**United States Bankruptcy Court**  
**District of Minnesota**

In re **VitalMedix, Inc.**,  
 Debtor

Case No. \_\_\_\_\_

Chapter **7**

**STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)**

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

- ☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

**This information is for statistical purposes only under 28 U.S.C. § 159.**

**Summarize the following types of liabilities, as reported in the Schedules, and total them.**

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

**State the following:**

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20 )	

**State the following:**

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re VitalMedix, Inc.

Case No. \_\_\_\_\_

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
None		-	0.00	0.00

0 continuation sheets attached to the Schedule of Real Property

Sub-Total >0.00(Total of this page)

Total >0.00

(Report also on Summary of Schedules)

In re **VitalMedix, Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petitioner is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	<b>X</b>			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		<b>Wells Fargo Bank NA Checking Account, acct no ending in 1494</b>	-	<b>3,542.67</b>
		<b>Wells Fargo Bank NA Savings account, Acct number ending in 5915</b>	-	<b>34,159.83</b>
3. Security deposits with public utilities, telephone companies, landlords, and others.		<b>Hillcrest Development - for lease in Minneapolis</b>	-	<b>5,129.18</b>
		<b>James L. Tulgren (for lease in Hudson, WI)</b>	-	<b>950.00</b>
4. Household goods and furnishings, including audio, video, and computer equipment.	<b>X</b>			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	<b>X</b>			
6. Wearing apparel.	<b>X</b>			
7. Furs and jewelry.	<b>X</b>			
8. Firearms and sports, photographic, and other hobby equipment.	<b>X</b>			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	<b>X</b>			
10. Annuities. Itemize and name each issuer.	<b>X</b>			

Sub-Total > **43,781.68**  
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

In re **VitalMedix, Inc.**,  
Debtor

Case No. \_\_\_\_\_

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	<b>X</b>			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	<b>X</b>			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	<b>X</b>			
14. Interests in partnerships or joint ventures. Itemize.	<b>X</b>			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	<b>X</b>			
16. Accounts receivable.		<b>Potential insurance premium refund from Wells Fargo Insurance Services, 4300 Market Pointe Drive, Suite 600, Bloomington, MN 55435. Gail Polley-Nordhaus - 952-536-0531.</b>	<b>-</b>	<b>968.00</b>
		<b>Potential telephone maintenance contract refund from BTI Communications</b>	<b>-</b>	<b>275.00</b>
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	<b>X</b>			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	<b>X</b>			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	<b>X</b>			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	<b>X</b>			

Sub-Total > **1,243.00**  
(Total of this page)

Sheet **1** of **3** continuation sheets attached  
to the Schedule of Personal Property



In re **VitalMedix, Inc.**,  
Debtor

Case No. \_\_\_\_\_

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	<b>X</b>			
22. Patents, copyrights, and other intellectual property. Give particulars.		<b>"Tamiasyn" and "VitalMedix" trademarks</b>	<b>-</b>	<b>Unknown</b>
23. Licenses, franchises, and other general intangibles. Give particulars.	<b>X</b>			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	<b>X</b>			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	<b>X</b>			
26. Boats, motors, and accessories.	<b>X</b>			
27. Aircraft and accessories.	<b>X</b>			
28. Office equipment, furnishings, and supplies.		<b>5 Ikea Desk Stations, 7 bookshelves, rolling file cabinet, five 2 drawer file cabinets, paper shredder, refrigerator, 7 foot laminated conference desk, 8 desk chairs, misc office supplies. (book value is approximately \$29,000 but liquidation value is expected to be significantly less than book value)</b>	<b>-</b>	<b>5,000.00</b>
		<b>Konica/Minolta copier (cost was \$4000)</b>	<b>-</b>	<b>1,000.00</b>
29. Machinery, fixtures, equipment, and supplies used in business.	<b>X</b>			
30. Inventory.	<b>X</b>			
31. Animals.	<b>X</b>			
32. Crops - growing or harvested. Give particulars.	<b>X</b>			

Sub-Total > **6,000.00**  
(Total of this page)

Sheet **2** of **3** continuation sheets attached  
to the Schedule of Personal Property

In re VitalMedix, Inc.

Case No. \_\_\_\_\_

Debtor

SCHEDULE B - PERSONAL PROPERTY  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

In re **VitalMedix, Inc.**

Case No. \_\_\_\_\_

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor" ,include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D	W I F E	J O I N T	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		Husband, Wife, Joint, or Community							
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN							
Account No.									
Account No.									
Account No.									
Account No.									
Subtotal (Total of this page)									
Total (Report on Summary of Schedules)								0.00	0.00

0 continuation sheets attached

In re **VitalMedix, Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,425\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **VitalMedix, Inc.**  
Debtor

Case No. \_\_\_\_\_

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)**Taxes and Certain Other Debts  
Owed to Governmental Units**

## TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			<b>listed for notice purposes only</b>					
<b>Internal Revenue Service Wells Fargo Place 30 East 7th St Mail Stop 5700 St. Paul, MN 55101</b>		-						<b>0.00</b>
							<b>0.00</b>	<b>0.00</b>
Account No.			<b>listed for notice purposes only</b>					
<b>Minnesota Dept of Revenue Bankruptcy Section PO Box 64447 St. Paul, MN 55164-0447</b>		-						<b>0.00</b>
							<b>0.00</b>	<b>0.00</b>
Account No.			<b>potential tax liability</b>					
<b>Wisconsin Dept of Revenue Division of Income Sales Excise 2135 Rimrock Road Madison, WI 53708-8902</b>		-				<b>X</b>		<b>0.00</b>
							<b>0.00</b>	<b>0.00</b>
Account No.								
Account No.								

Sheet 1 of 1 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority ClaimsSubtotal  
(Total of this page)**0.00**  
**0.00**Total  
(Report on Summary of Schedules)**0.00**  
**0.00**

In re **VitalMedix, Inc.**  
Debtor

Case No. \_\_\_\_\_

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>Added Value, Inc.</b> <b>6600 France Avenue S</b> <b>Suite 490</b> <b>Minneapolis, MN 55435</b>	-				<b>X</b>	<b>0.00</b>
Account No.  <b>BioFinance Consulting LLC</b> <b>2588 12th Street</b> <b>Cumberland, WI 54829</b>	-	<b>consulting services</b>				<b>15,000.00</b>
Account No.  <b>Briggs and Morgan</b> <b>P.O. Box 64591</b> <b>St Paul, MN 55164-0591</b>	-					<b>0.00</b>
Account No.  <b>Broker/Dealer, Inc.</b> <b>2675 Mayfair Road</b> <b>Suite 410</b> <b>Milwaukee, WI 53226</b>	-					<b>26,300.00</b>
Subtotal (Total of this page)						<b>41,300.00</b>

6 continuation sheets attached

In re ***VitalMedix, Inc.***

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. <b>x2125</b>						
<b>BTI Communications</b> <b>15700 103rd Street</b> <b>Suite 110</b> <b>Lemont, IL 60439</b>	-					<b>6,292.49</b>
Account No. <b>xx0503</b>						
<b>Cambridge Major Laboratories</b> <b>W130 N10497 Washington Dr</b> <b>Germantown, WI 53022</b>	-					<b>72,989.00</b>
Account No. <b>xxxxxx xx xxx xxx2687</b>						
<b>Comcast</b> <b>9705 Data Park-</b> <b>Minnetonka, MN 55343</b>	-				<b>X</b>	<b>0.00</b>
Account No.						
<b>DuraLogic, Inc.</b> <b>1043 Grand Avenue</b> <b>Suite 206</b> <b>St Paul, MN 55105</b>	-					<b>7,577.12</b>
Account No.		<b>Mpls office lease</b>				
<b>Hillcrest Development LLLP</b> <b>2424 Kennedy St NE</b> <b>Minneapolis, MN 55413</b>	-					<b>Unknown</b>
Sheet no. <u>1</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						<b>86,858.61</b>

In re **VitalMedix, Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.								
<b>J.A. Troup Consultant 890 Old Crystal Bay Road Wayzata, MN 55391</b>			-					<b>8,333.33</b>
Account No.		<b>Hudson lease</b>						
<b>James L Tulgren c/o Steve Sendrick 502 Second Street Hudson, WI 54016</b>			-					<b>Unknown</b>
Account No.		<b>employment contract claim</b>						
<b>Jeffrey M Williams 3974 168th Avenue NW Andover, MN 55304</b>			-			X		<b>0.00</b>
Account No.								
<b>JSC Consulting P.O. box 298 Chanhassen, MN 55317</b>			-					<b>7,967.99</b>
Account No.								
<b>Kirchoff Development, LLC 4342 Fisher Lane White Bear Lake, MN 55110</b>			-					<b>16,825.00</b>
Sheet no. <u>2</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims								Subtotal (Total of this page) <b>33,126.32</b>



In re **VitalMedix, Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		<b>legal services</b>				
<b>Larkin Hoffman Daly &amp; Lindgren 7900 Xerxes Avenue Suite 1500 Bloomington, MN 55431-1194</b>	-					<b>27,474.66</b>
Account No.		<b>accounting services</b>				
<b>Larson Allen Weishar 220 South Sixth Street Suite 200 Minneapolis, MN 55402</b>	-					<b>200.00</b>
Account No.						
<b>Northland Business Systems 1606 East Cliff Road Burnsville, MN 55337</b>	-				X	<b>0.00</b>
Account No. <b>xx-xx0450</b>		<b>services</b>				
<b>Pace Analytical Life Sciences 1311 Helmo Ave N Oakdale, MN 55128</b>	-					<b>28,200.00</b>
Account No.						
<b>Paetec Communications, Inc. One Paetec Plaza 600 Willowbrook Office Park Fairport, NY 10167-0002</b>	-				X	<b>0.00</b>
Sheet no. <u>3</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						<b>55,874.66</b>

In re **VitalMedix, Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
<b>Paul Lague</b> <b>5220 Yorktown Lane</b> <b>Plymouth, MN 55442</b>	-					<b>109,425.00</b>
Account No. <b>VITALMEDIX</b>						
<b>Pharmalink Consulting, Inc.</b> <b>245 Park Avenue</b> <b>39th Floor</b> <b>New York, NY 10167-0002</b>	-					<b>5,720.00</b>
Account No.		<b>technology services</b>				
<b>Regents of Univ of Minnesota</b> <b>1000 Westgate Drive</b> <b>Suite 160</b> <b>St Paul, MN 55114-8658</b>	-					<b>Unknown</b>
Account No.						
<b>Ring Central, Inc.</b> <b>999 Baker Way</b> <b>5th Floor</b> <b>San Mateo, CA 94404</b>	-				<b>X</b>	<b>0.00</b>
Account No.						
<b>State of MN, Office of Science &amp; Technology - Betsy Lulfs</b> <b>332 Minnesota St, Suite E200</b> <b>St. Paul, MN 55110</b>	-				<b>X</b>	<b>0.00</b>
Sheet no. <u>4</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						<b>115,145.00</b>

In re **VitalMedix, Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
<b>Susan K. Schwartz</b> <b>1448 Pleasant Avenue</b> <b>St Paul, MN 55116</b>	-				X	0.00
<b>The C. Chase Company</b> <b>Attn: Peter Tanis/B. Bahneman</b> <b>5353 Gamble Dr., Suite 310</b> <b>Minneapolis, MN 55416</b>	-	<b>Potential commission due under broker agreement</b>			X	0.00
<b>US Internet</b> <b>12450 Wayzata Blvd</b> <b>Suite 121</b> <b>Minnetonka, MN 55305</b>	-				X	0.00
<b>Webitality, LLP</b> <b>7373 Memory Lane</b> <b>Minneapolis, MN 55432</b>	-				X	0.00
<b>Wells Fargo Payroll Services</b> <b>1650 W 82nd Street</b> <b>Suite 300</b> <b>Bloomington, MN 55431</b>	-				X	0.00
Sheet no. <u>5</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			0.00

In re **VitalMedix, Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. <b>x/29/08</b>						
<b>Wurtele Venture Fund #2124 c/o U of M Investment Advisors 220 S. 6th St, Suite 1225 Minneapolis, MN 55402</b>	-					<b>576,119.00</b>
Account No. <b>xxx1632</b>		<b>Services</b>				
<b>WuXi AppTec, Inc. NW 5770 P.O. Box 1450 Minneapolis, MN 55485-5770</b>	-				<b>X</b>	<b>8,442.00</b>
Account No.						
<b>Xcel Energy P.O. Box 9477 Minneapolis, MN 55484-9477</b>	-				<b>X</b>	<b>0.00</b>
Account No.						
Account No.						
Sheet no. <u>6</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						<b>584,561.00</b>
						Total (Report on Summary of Schedules)
						<b>916,865.59</b>

In re **VitalMedix, Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>BioFinance Consulting, Inc</b> <b>William C. Brown</b> <b>2588 12th Street</b> <b>Cumberland, WI 54829</b>	<b>Consulting agreement dated 10/15/09 with a monthly retainer of \$5000. Expires 12/31/09 with an automatic monthly renewal unless 30 day prior notice.</b>
<b>Hillcrest Development LLLP</b> <b>2424 Kennedy St NE</b> <b>Minneapolis, MN 55413</b>	<b>Lease of former company facility at 900 Sixth Ave SE, Suite 105, Minneapolis, MN. Monthly rent is \$2692. Lease expires August 31, 2013.</b>
<b>James L. Tulgren</b> <b>c/o Steve Sendrick</b> <b>502 Second Street</b> <b>Hudson, WI 54016</b>	<b>Lease of business office at 502 Second Street, Hudson, WI. Monthly rent is \$950.00. Lease expires October 31, 2010.</b>
<b>Mark A Sorenson</b> <b>28903 Babbo Lane</b> <b>Grand Rapids, MN 55744</b>	<b>Consulting agreement dated 11/4/09 at \$300 per hour. Expires 12/31/09 with an automatic monthly renewal unless 30 day prior written notice.</b>
<b>Northland Business Systems</b> <b>1606 East Cliff Road</b> <b>Burnsville, MN 55337</b>	<b>Maintenance contract for Konica copier</b>
<b>Ridge Road Consulting LLC</b> <b>John R. MacDonald</b> <b>5975 Ridge Road</b> <b>Shorewood, MN 55331</b>	<b>consulting agreement, dated 10/15/09. Monthly retainer is \$5,000. Expires on 12/31/09 with automatic monthly renewal unless 30 day prior notice.</b>
<b>Susan K. Schwartz</b> <b>1448 Pleasant Avenue</b> <b>St Paul, MN 55116</b>	<b>Consulting Agreement, dated 11/9/09 at a retainer of \$50 per hour. Expires 12/31/09 with an automatic monthly renewal unless given 30 days prior written notice.</b>
<b>The C. Chase Company</b> <b>Attn: Peter Tanis/B. Bahneman</b> <b>5353 Gamble Dr., Suite 310</b> <b>Minneapolis, MN 55416</b>	<b>Brokerage listing agreement for sublease of former Minneapolis office</b>
<b>University of Minnesota</b> <b>Technology Commercialization</b> <b>1000 Westgate Dr, Suite 160</b> <b>St Paul, MN 55114-8658</b>	<b>Exclusive License Agreement, dated March 7, 2008. Terminated by U of M on January 21, 2010.</b>

In re VitalMedix, Inc.

Case No. \_\_\_\_\_

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☒ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
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**United States Bankruptcy Court  
District of Minnesota**

In re **VitalMedix, Inc.**

Debtor(s)

Case No.

Chapter

**7**

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Interim President and CEO of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **19** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **February 15, 2010**

Signature **/s/ William C. Brown**

**William C. Brown**

**Interim President and CEO**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

# United States Bankruptcy Court District of Minnesota

In re **VitalMedix, Inc.**

Debtor(s)

Case No.

Chapter

**7**

## STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

### DEFINITIONS

**"In business."** A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

**"Insider."** The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

### 1. Income from employment or operation of business

None

☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT  
**\$0.00**

SOURCE  
**Debtor was a start up company developing a new drug and had no sales.**

### 2. Income other than from employment or operation of business

None

☐

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT  
**\$2,335.00**  
**\$778.95**

SOURCE  
**2008 interest income**  
**2009 interest income**



AMOUNT  
\$15,000.00

SOURCE  
2009 - Grant from State of Minnesota

### 3. Payments to creditors

None ☒ Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None ☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
<b>Cambridge Major Laboratories</b> W130 N10497 Washington Dr Germantown, WI 53022	12/2/10 - \$20,000; 1/8/10 - \$10,000	\$30,000.00	\$82,089.00
<b>Briggs and Morgan</b> P.O. Box 64591 St Paul, MN 55164-0591	February 10, 2010 - 17,759.55; January 19, 2010 - \$33,130.28	\$50,889.83	\$0.00
<b>CoreRX</b>	12/30/2010 - \$10,274.36; 1/13/10 - \$49.00;	\$10,323.36	\$0.00
<b>Ridge Road Consulting</b>	12/16/09 - \$10,000; 1/13/10 - \$5,000. Current consulting services	\$15,000.00	\$0.00
<b>University of Minnesota</b>	12/16/09	\$7,737.46	\$0.00

None ☒ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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### 4. Suits and administrative proceedings, executions, garnishments and attachments

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
<b>Hillcrest Development LLC v. VitalMedix, Inc., Case No 27-CV-HC -09-2602</b>	<b>Eviction proceeding</b>	<b>Hennepin County Housing Court</b>	<b>Settled by cure of rent default in April, 2009</b>

- None ☐ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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#### 5. Repossessions, foreclosures and returns

- None ☐ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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#### 6. Assignments and receiverships

- None ☐ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None ☐ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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#### 7. Gifts

- None ☐ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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#### 8. Losses

- None ☐ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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### 9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
<b>Buckley &amp; Jensen 1257 Gun Club Road White Bear Lake, MN 55110</b>		<b>\$6,500 in attorneys fees and \$299 filing fee</b>

### 10. Other transfers

- None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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### 11. Closed financial accounts

- None ☒ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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### 12. Safe deposit boxes

- None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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### 13. Setoffs

- None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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**14. Property held for another person**

None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
<b>Jeffrey M Williams</b> <b>3974 168th Avenue NW</b> <b>Andover, MN 55304</b>	<b>InFocus Model Lp170 LCD projector, SN</b> <b>ACAN410002925; Brother 5 in 1 fax</b> <b>machine, Model MFC-5440CN, SN</b> <b>U61091K4F842376; Whirlpool microwave</b> <b>oven, Model MT100SHQ-1, SN FGJ2948867</b>	<b>502 Second Street, Suite 204, Hudson,</b> <b>WI</b>

**15. Prior address of debtor**

None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
<b>900 Sixth Avenue SE, Suite 105, Minneapolis, MN</b> <b>55414</b>	<b>Same</b>	<b>July, 2008 thorough December</b> <b>9, 2009</b>
<b>1000 Westgate Drive, Suite 240, St. Paul, MN</b> <b>55114-1933</b>		<b>2/6/06/ through July, 2008</b>

**16. Spouses and Former Spouses**

None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

**17. Environmental Information.**

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None ☒ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF  
GOVERNMENTAL UNIT

DOCKET NUMBER

STATUS OR DISPOSITION

**18 . Nature, location and name of business**

None

- ☒ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

*If the debtor is a partnership*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

*If the debtor is a corporation*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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None

- ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

**19. Books, records and financial statements**

None

- ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS  
**Larson Allen LLF**  
**c/o John Mikelson**  
**200 South 6th Street**  
**Suite 300**  
**Minneapolis, MN 55402**

DATES SERVICES RENDERED  
**From company's inception to present**  
**time**

None

- ☒ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
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None

- ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

**Briggs and Morgan**  
**Have company's stock records - contact person is Alec Sherod -**  
**612-977-8727**

ADDRESS

**2200 IDS Center**  
**80 South Eighth Street**  
**Minneapolis, MN 55402**

- None ☒ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

**20. Inventories**

- None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY  
(Specify cost, market or other basis)

- None ☒ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY  
RECORDS**21 . Current Partners, Officers, Directors and Shareholders**

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS

TITLE

NATURE AND PERCENTAGE  
OF STOCK OWNERSHIP

**Jeffrey M Williams**  
**3974 168th Avenue NW**  
**Andover, MN 55304**

**Former President, CEO &**  
**Director**

**1,800,000 shares of common stock -**  
**26.4% ownership**

**Wurtele Venture Fund #2124**  
**c/o U of M Investment Advisors**  
**220 S. 6th St, Suite 1225**  
**Minneapolis, MN 55402**

**Shareholder****955,598 shares - 14% ownership****University of Minnesota****Director - Doug Johnson****2,530,000 shares - 37.1% ownership interest****Capital Midwest Fund****518,164 shares - 7.6% ownership interest****22 . Former partners, officers, directors and shareholders**

- None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME

ADDRESS

DATE OF WITHDRAWAL

None ☐ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
<b>Jeffrey M Williams</b> <b>3974 168th Avenue NW</b> <b>Andover, MN 55304</b>	<b>President &amp; CEO, Director,</b> <b>Employee</b>	<b>President &amp; CEO - 10/30/2009</b> <b>Director - 12/15/2009</b> <b>Employee - 12/20/2009</b>
<b>Steven C. Quay, MD, Ph.D.</b> <b>4105 E Madison Street</b> <b>Suite 320</b> <b>Seattle, WA 98112</b>	<b>Director</b>	<b>12/6/09</b>

**23 . Withdrawals from a partnership or distributions by a corporation**

None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
<b>Dagmar M Kube</b> <b>1945 Magoffin Avenue</b> <b>St Paul, MN 55116</b> <b>Shareholder and employee</b>	<b>2010 Salary; Expense reimbursement</b>	<b>\$78846.13; \$10,937.15</b>
<b>Jeffrey Williams</b> <b>3974 168th Avenue NW</b> <b>Andover, MN 55304</b> <b>President/CEO, Director</b>	<b>2009 Salary - \$241,984.60; Expense reimbursement 2009 - 41,990.97</b>	
<b>Marie Kube</b> <b>Employee</b>	<b>2009 Salary - \$78846.13; 2010 Salary - 6730.78; 2009 expense reimbursement - \$2798.58</b>	

**24. Tax Consolidation Group.**

None ☒ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------------	--------------------------------------

**25. Pension Funds.**

None ☒ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date **February 15, 2010**

Signature **/s/ William C. Brown**  
**William C. Brown**  
**Interim President and CEO**

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571*



**United States Bankruptcy Court  
District of Minnesota**

In re **VitalMedix, Inc.**

Debtor(s)

Case No. \_\_\_\_\_

Chapter **7**

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **VitalMedix, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**University of Minnesota  
Technology Commercialization  
1000 Westgate Dr, Suite 160  
St Paul, MN 55114-8658**

**Wurtele Venture Fund #2124  
c/o U of M Investment Advisors  
220 S. 6th St, Suite 1225  
Minneapolis, MN 55402**

☐ None [Check if applicable]

**February 15, 2010**

Date

**/s/ Mary Jo A. Jensen-Carter**

**Mary Jo A. Jensen-Carter 186041**

Signature of Attorney or Litigant

Counsel for **VitalMedix, Inc.**

**Buckley & Jensen**

**1257 Gun Club Road**

**White Bear Lake, MN 55110**

**651-486-7475 Fax: 651-486-7468**

**maryjo@buckleyjensen.com**

**United States Bankruptcy Court  
District of Minnesota**

In re VitalMedix, Inc.

Debtor(s)

Case No.  
Chapter

7

**STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION**

I, *William C. Brown*, declare under penalty of perjury that I am the *Interim President and CEO* of *VitalMedix, Inc.*, and that the following is a true and correct copy of the resolutions adopted by the Board of Directors of said corporation at a special meeting duly called and held on the 11th day of February, 2010.

"Whereas, it is in the best interest of this corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that *William C. Brown, Interim President and CEO* of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 7 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that *William C. Brown, Interim President and CEO* of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that *William C. Brown, Interim President and CEO* of this Corporation is authorized and directed to employ *Mary Jo A. Jensen-Carter 186041*, attorney and the law firm of *Buckley & Jensen* to represent the corporation in such bankruptcy case."

Date 2/15/10

Signed

  
William C. Brown

## **BANKRUPTCY RETAINER AGREEMENT**

Client, VitalMedix, Inc. is hereby retaining the firm of Buckley & Jensen to be its lawyers and to represent it with regard to certain financial issues and in actual preparation and representation in the Chapter 7 bankruptcy. This contract is provided pursuant to 11 U.S.C. §528 to clearly explain what services will be provided and the fees to be charged for those services.

Services Provided. The Attorneys agree that they will provide the following services upon payment of the fee described below:

- (a) consultation concerning financial affairs and assistance in determining whether to file a bankruptcy proceeding and the type of proceeding to file;
- (b) preparation of bankruptcy petition, schedules and related papers required by the court;
- (c) appearance at meeting of creditors;
- (d) communications with trustees concerning issues that may arise and communications with creditors concerning issues that may arise; and
- (e) other services reasonably necessary to represent the debtor in connection with the bankruptcy.

Services Not Provided. The Client and Attorneys agree that the following services are not covered by this retainer agreement:

- (a) Representation in connection with an adversary proceeding;
- (b) Representation in connection with a contested matter in the bankruptcy that requires appearance at a Court hearing;
- (c) Representation in connection with any appeals of bankruptcy issues;
- (d) Conversion of the case to one under some other chapter;
- (e) State or federal litigation outside of bankruptcy at any time.

### Fees and Costs

The Attorneys and Client agree that this matter is being handled on a flat fee basis. A retainer has been paid of \$6,799.00 all of which is hereby agreed to be earned upon receipt. The total attorneys fees being charged in this case are \$6,500.00. The Court filing fee that will be paid is \$299.00. The attorney fees and court costs will be paid in full before the case is filed.

Client's Obligations: The Client, by and through its designated representative, William C. Brown, will:


- (a) Provide complete, accurate and truthful information to the Attorney so that a proper analysis can be made of the Client's financial situation and correct advice can be given to the Client as to bankruptcy options;
- (b) Provide complete, accurate and truthful information so that the Attorney can accurately prepare and complete the bankruptcy petition, statements and schedules;
- (c) Provide all information and documents that are required to be provided to the Court, Trustee, or other party in interest in the course of the bankruptcy case;

- (d) Attend the 11 USC §341 meeting of creditors or other hearings or meetings required, and will provide all of the documentation required to be presented at those meetings;
- (e) Keep the Attorney advised at all times during the pendency of the case as to the Client's current address and telephone numbers; and
- (f) Respond immediately to any request made by the Attorneys or their staff.

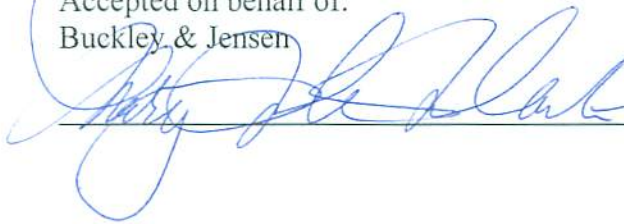
The Attorneys and Client agree that the other may terminate the representation at any time, subject to the rules of professional responsibility and the United States Bankruptcy Code.

VITALMEDIX, INC.

Dated: \_\_\_\_\_

  
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William C. Brown, President and CEO

Accepted on behalf of:  
Buckley & Jensen

  
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